

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. 6458 Filed & Recorded

APR 28 1987 11:25 AM

INTERSTATE COMMERCE COMMISSION

4/28/87  
10.00

ICC Washington, D. C.

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GENERAL SOLICITOR

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ASSISTANT GENERAL ATTORNEYS

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26892 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 54

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of April 20, 1987, to ~~Equipment Trust Agreement~~ dated as of November 15, 1971, creating Southern Pacific Company Equipment Trust, Series No. 54, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of November 15, 1971, recorded on January 7, 1972, at 1:20 PM, assigned Recordation No. 6458;

\*Supplement to Equipment Trust Agreement dated as of May 1, 1973, recorded on June 11, 1973, at 11:40 AM, assigned Recordation No. 6454-A; A

\*\*Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6458-A; B

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6458-C; C

Car Sublease Agreement dated as of January 5, 1983, recorded on May 17, 1983, at 3:30 PM, assigned Recordation No. 6458-D; D

Fourth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6458-E; E

Fifth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 6458-F; F

Sixth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 6458-G; and G

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 6458-H. H

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return four (4) of the same to the undersigned.

Very truly yours,

*Lenona Young*

Lenona Young  
Legal Assistant

Enclosures

cc: Mr. E. L. Johnson  
(Attn.: Mr. C. D. Tyler)

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\*This Supplement should have been recorded under Recordation No. 6458-A.

\*\*This Supplement should have been recorded under Recordation No. 6458-B.

# Interstate Commerce Commission

Washington, D.C. 20423

4/28/87

OFFICE OF THE SECRETARY

Lenona Young  
Legal Assist.  
Southern Pacific Transportation Co.  
Southern Pacific Building  
One Market Plaza  
San Francisco, Calif. 94105

Dear Ms. Young:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/28/87 at 11:25am, and assigned recordation number(s) 6458-I, 6475-R, 6495-K

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 6458 *J*  
Filed & Recorded

APR 28 1987 11-2 5 AM

INTERSTATE COMMERCE COMMISSION

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 54

EQUIPMENT TRUST AGREEMENT

Dated as of November 15, 1971

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DECLARATION OF FULL PAYMENT

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SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST, SERIES NO. 54

Equipment Trust Agreement Dated as of November 15, 1971

DECLARATION OF FULL PAYMENT

First Pennsylvania Bank, N.A. (formerly known as The First Pennsylvania Banking and Trust Company, herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of November 15, 1971, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series No. 54," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series No. 54, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer

the said railroad equipment to Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 20<sup>th</sup> day of April, 1987.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By 

Assistant Vice President

ATTEST:

  
Assistant Secretary

UNITED STATES OF AMERICA                    )  
  )  
COMMONWEALTH OF PENNSYLVANIA            )    ss.  
  )  
CITY AND COUNTY OF PHILADELPHIA        )

On this 20<sup>th</sup> day of April, 1987,  
before me personally appeared LYNN A. TUZINSKI, to me  
personally known, who, being by me duly sworn, says that she  
is Assistant Vice President of FIRST PENNSYLVANIA BANK, N.A.;  
that the seal affixed to the foregoing instrument is the  
corporate seal of said corporation; that said instrument was  
signed and sealed on behalf of said corporation by authority  
of its Board of Directors; and she acknowledged that the  
execution of the foregoing instrument was the free act and  
deed of said corporation.

Lynne N. McCorry  
Notary Public

Commission Expires:

LYNNE N. MCCORRY  
Notary Public, Phila., Phila. Co.  
My Commission Expires July 2, 1990